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Nashville, TN 37201-3300

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Guy M. Hicks
General Counsel

615 214 6301
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August 10, 2004

VIA HAND DELIVERY

Hon. Pat Miller
Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

Re *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and TCG MidSouth, Inc. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*
Docket No. 04-06246

Dear Chairman Miller

Pursuant to Section 252(e) of the Telecommunications Act of 1996, TCG MidSouth, Inc. and BellSouth Telecommunications, Inc. are hereby submitting to the Tennessee Regulatory Authority the original and fourteen copies of the attached Petition for Approval of the Amendment to the Interconnection Agreement dated May 22, 2002. The Amendment adds Melded Tandem Switching to the Agreement.

Thank you for your attention to this matter

Sincerely yours,


Guy M. Hicks

cc: Bill Peacock, TCG MidSouth, Inc.
Chief Commercial Attorney, TCG MidSouth, Inc.

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and TCG MidSouth, Inc. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*

Docket No. _____

PETITION FOR APPROVAL OF THE
AMENDMENT TO THE INTERCONNECTION AGREEMENT
NEGOTIATED BETWEEN BELL SOUTH TELECOMMUNICATIONS, INC.
AND TCG MIDSOUTH, INC.
PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996

COME NOW, TCG MidSouth, Inc. ("TCG") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Interconnection Agreement dated May 22, 2002 (the "Amendment") negotiated between the two companies pursuant to Sections 251 and 252 of the Telecommunications Act of 1996, (the "Act"). In support of their request, TCG and BellSouth state the following:

1. TCG and BellSouth have successfully negotiated an agreement for interconnection of their networks, the unbundling of specific network elements offered by BellSouth and the resale of BellSouth's telecommunications services to TCG. The Interconnection Agreement was approved by the Tennessee Regulatory Authority ("TRA") by Order dated September 20, 2002.

2. The parties have recently negotiated an Amendment to the Agreement. The Amendment adds Melded Tandem Switching to the Agreement. A copy of the Amendment is attached hereto and incorporated herein by reference.

3. Pursuant to Section 252(e) of the Telecommunications Act of 1996, TCG and BellSouth are submitting their Amendment to the TRA for its consideration and

approval. The Amendment provides that either or both of the parties are authorized to submit the Amendment to the TRA for approval.

4. In accordance with Section 252(e) of the Act, the TRA is charged with approving or rejecting the negotiated Amendment between BellSouth and TCG within 90 days of its submission. The Act provides that the TRA may only reject such an agreement if it finds that the agreement or any portion of the agreement discriminates against a telecommunications carrier not a party to the agreement or the implementation of the agreement or any portion of the agreement is not consistent with the public interest, convenience and necessity.

5. TCG and BellSouth aver that the Amendment is consistent with the standards for approval.

6. Pursuant to Section 252(i) of the Act, BellSouth shall make the Agreement available upon the same terms and conditions contained therein.

TCG and BellSouth respectfully request that the TRA approve the Amendment negotiated between the parties.

This 1st day of August, 2004.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC

By: 

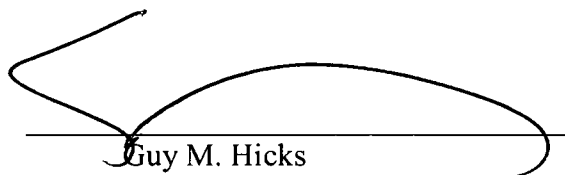
Guy M. Hicks
333 Commerce Street, Suite 2101
Nashville, Tennessee 37201-3300
(615) 214-6301
Attorney for BellSouth

CERTIFICATE OF SERVICE

I, Guy M. Hicks, hereby certify that I have served a copy of the foregoing Petition for Approval of the Amendments to the Interconnection Agreement on the following via United States Mail on the 12 day of August, 2004:

Bill Peacock
TCG MidSouth, Inc.
1200 Peachtree Street, NE
Suite 12254
Atlanta, GA 30309

Chief Commercial Attorney
TCG MidSouth, Inc.
Legal Department
1200 Peachtree Street, NE
Suite 8100
Atlanta, GA 30309



Guy M. Hicks

**Eighth Amendment to the Agreement
Between
TCG MidSouth, Inc.
and
BellSouth Telecommunications, Inc.
Tennessee
Dated May 22, 2002**

Pursuant to this Amendment, (the "Amendment"), TCG MidSouth (TCG), and BellSouth Telecommunications, Inc ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated May 22, 2002, ("Agreement") to be effective on the date of the last signature executing the Amendment

WHEREAS, BellSouth and TCG entered into the Agreement on May 22, 2002,
and,

NOW THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows

- 1 The parties agree to add the following provision to Attachment 2, Section 6.6 and the associated rates as set forth in Exhibit 1 of this Amendment, attached hereto and incorporated herein by this reference

6.6.2 Where TCG utilizes portions of the BellSouth network in originating or terminating traffic, the Tandem Switching rates are applied in call scenarios where the Tandem Switching Network Element has been utilized. Because switch recordings cannot accurately indicate on a per call basis when the Tandem Switching Network Element has been utilized for a BellSouth transported interoffice call originating from a UNE port and terminating to a BellSouth, Independent Company or Facility-Based CLEC office, BellSouth has developed, based upon trunk studies, a melded rate that takes into account the average percentage of calls that utilize Tandem Switching in these scenarios. BellSouth shall apply the melded Tandem Switching rate for every call in these scenarios. The melded Tandem Switching charge shall be displayed on BellSouth's standard UNE bill in the Unbundled Transport Tandem Switching and Trunk Port section under Undetermined Routing – Originating for both Local and Access. BellSouth shall utilize the melded Tandem Switching Rate until BellSouth has the capability to measure actual Tandem Switch usage in each call scenario specifically mentioned above, at which point the rate for the actual Tandem Switch usage shall apply. The UNE Call Flows set forth on BellSouth's website, as of the effective date of this amendment illustrate when the full or melded Tandem Switching rates apply for specific UNE-P call scenarios.

- 2 The Parties acknowledge and agree that neither Party is waiving, and each Party hereby expressly reserves any rights it may have to submit any argument, in any federal or state regulatory proceeding in support of, or in opposition to, any position regarding the melded Tandem Switching rate
- 3 All of the other provisions of the Agreement, dated May 22, 2002, shall remain in full force and effect
- 4 Either or both of the Parties are authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996

General Terms and Conditions
Signature Page

IN WITNESS WHEREOF, the Parties have executed this Agreement the day and year
written below

BellSouth Telecommunications, Inc.

By *Kristen E. Rowe*

Name Kristen E. Rowe

Title Director

Date 6/30/04

TCG MidSouth, Inc.

By *Bill C. Peacock*

Name: Bill C. Peacock

Director – Local Services &
Title Access Management

Date 6-23-04

[illegible]